

Interstate Commerce Commission  
Washington, D. C.

Gentlemen:

7-137A026  
MAY 17 1977  
Date  
Fee \$ 10  
ICC Washington, D. C.

- B

Enclosed for recordation under the provisions of Section 20c of the Interstate Commerce Act, as amended, are the original and 11 counterparts of a First Amendment to Conditional Sale Agreement dated as of June 1, 1976.

Said Conditional Sale Agreement was recorded on May 3, 1977 at 9:40 A.M. with the Interstate Commerce Commission and assigned Recordation No. 8808.

The general description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Owner-Vendor under  
Conditional Sale  
Agreement and Assignor  
under Agreement and  
Assignment:

Whitehead and Kales Company  
58 Haltiner Street  
Detroit, Michigan 48218

Vendee under  
Conditional Sale  
Agreement:

First Illinois Leasing Corporation  
800 Davis Street  
Evanston, Illinois 60204

Railroad under  
Conditional Sale  
Agreement:

Denver & Rio Grande Western  
Railroad Company  
1515 Arapahoe Street  
Denver, Colorado 80217

The undersigned is the Vendee under the First Amendment to Conditional Sale Agreement and has knowledge of the matters set forth therein.

Please return the original and 9 copies of the First Amendment to Conditional Sale Agreement to Ronald E. Roden, Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Enclosed is a check in the amount of \$10.00 covering the required recording fee.

Very truly yours,

FIRST ILLINOIS LEASING CORPORATION

By

Its

*Em L. L. L.*  
President

VENDEE AS AFORESAID

RECORDATION NO. 8808-B Filed & Recorded

MAY 17 1977-12 05 PM

INTERSTATE COMMERCE COMMISSION

Enclosures

SCHEDULE A  
TO  
LETTER OF TRANSMITTAL

DESCRIPTION OF EQUIPMENT

<u>Description</u>	<u>Quantity</u>	<u>Identifying Number</u>	<u>Manufacturer</u>
Enclosed Tri- Level Automobile Racks attached in a non-permanent manner to certain units of railroad rolling stock	25	DRGW 46 through DRGW 70, both inclusive	Whitehead and Kales Company

FIRST AMENDMENT  
TO  
CONDITIONAL SALE AGREEMENT

RECORDATION NO. 8808-B Filed & Recorded

MAY 17 1977-12 05 PM

INTERSTATE COMMERCE COMMISSION

THIS FIRST AMENDMENT TO CONDITIONAL SALE AGREEMENT dated as of June 1, 1976 among Whitehead and Kales Company, a Michigan corporation (the "Manufacturer"), First Illinois Leasing Corporation, an Illinois corporation (the "Vendee"), and Denver & Rio Grande Western Railroad Company, a Delaware corporation (the "Railroad").

W I T N E S S E T H:

WHEREAS, the Manufacturer, the Vendee and the Railroad have heretofore executed and delivered that certain Conditional Sale Agreement dated as of June 1, 1976 (the "Conditional Sale Agreement") providing for the sale thereto by the Manufacturer to the Vendee of certain railroad equipment more fully described in Schedule A attached to the Conditional Sale Agreement; and

WHEREAS, the Manufacturer, the Vendee and the Railroad desire to amend the Conditional Sale Agreement to more particularly describe said railroad equipment as hereinafter set forth:

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Manufacturer, the Vendee and the Railroad hereby covenant and agree that the Conditional Sale Agreement shall be deemed to be and it is hereby amended as follows:

Schedule A to the Conditional Sale Agreement shall be and the same is hereby amended so as to read in its entirety as set forth in Annex A attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their respective corporate names by their officers or representatives, thereunto duly authorized, and their respective corporate seals to be hereunto affixed, duly attested, all as of the date first above written.

WHITEHEAD AND KALES COMPANY

By *C. E. Warner*  
Its Vice President - Finance

(Corporate Seal)

Attest:

*G. Konchal*  
G. KONCHAL Secretary  
TREASURER

FIRST ILLINOIS LEASING CORPORATION

By *Emlyn*  
Its President

(Corporate Seal)

Attest:

*[Signature]*  
Secretary

DENVER & RIO GRANDE WESTERN  
RAILROAD COMPANY

By *H.W. Fushacher*  
Its Vice Pres. - Finance

(Corporate Seal)

Attest:

*[Signature]*  
Secretary

STATE OF MICHIGAN     )  
                              )  
COUNTY OF WAYNE     )     SS

On this 16<sup>th</sup> day of May, 1977, before me personally appeared E E Wheeler, to me personally known, who being by me duly sworn, says that he is the Vice President - Finance of WHITEHEAD AND KALES COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ardis W Hall  
Notary Public

(Seal)

My Commission Expires:

ARDIS W. HALL  
Notary Public, Wayne County, Mich.  
My Commission Expires Sept. 6, 1977

STATE OF ILLINOIS     )  
                              )     SS  
COUNTY OF COOK        )

On this 12<sup>th</sup> day of May, 1977, before me personally appeared A. M. Lynch, to me personally known, who being by me duly sworn, says that he is a President of FIRST ILLINOIS LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

L. J. O. T. T.  
Notary Public

(Seal)

My Commission Expires: May 1, 1978

STATE OF COLORADO     )  
                              )     SS  
COUNTY OF DENVER     )

On this 13<sup>th</sup> day of May, 1977, before me personally appeared A. W. Bushacker, to me personally known, who being by me duly sworn, says that he is the Vice President - Finance of DENVER & RIO GRANDE WESTERN RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dale F. Machat  
Notary Public

(Seal)

My Commission Expires:

My Commission expires July 10, 1979.

SCHEDULE A  
(to Conditional Sale Agreement)

MANUFACTURER:	Whitehead and Kales Company
PLANT OF MANUFACTURER:	River Rouge, Michigan
DESCRIPTION OF EQUIPMENT:	25 Enclosed Tri-Level Auto Racks bearing rack numbers DRGW 46 to DRGW 70, both inclusive, and manufacturer serial numbers 56975 to 57024, both inclusive
SPECIFICATIONS:	
BASE PRICE:	\$27,650.50 per Item (\$691,262.50 for 25 Items)
MAXIMUM PRICE:	\$29,033.025 per Item (\$725,825.625 for 25 Items)
DELIVERY TO:	Denver & Rio Grande Western Railroad Company
PLACE OF DELIVERY:	River Rouge, Michigan
ESTIMATED DELIVERY DATES:	April - May, 1977
OUTSIDE DELIVERY DATE:	June 1, 1977
LESSEE:	Denver & Rio Grande Western Railroad Company
ASSIGNEE OF MANUFACTURER:	First National Bank of Minneapolis

(Denver & Rio Grande No. 76-1)